

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF BAPTIST HEALTHCARE SYSTEM, INC.**

Pursuant to the provisions of KRS 273.263 and 273.273, the undersigned corporation, Baptist Healthcare System, Inc. (the "Corporation"), hereby executes the following Amended and Restated Articles of Incorporation:

**FIRST**, the name of the corporation is Baptist Healthcare System, Inc.

**SECOND**, the text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

**ARTICLE I**

The name of the Corporation is Baptist Healthcare System, Inc. The principal office of the Corporation is located in the City of Louisville, Jefferson County, Kentucky.

**ARTICLE II**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The principal objective and purpose for which the Corporation is organized is to operate and maintain, in Kentucky and in such other locations outside of Kentucky as approved by the Board of Directors, health care facilities and services, capital assets and technology necessary to improve and preserve the health of its communities through advanced, life-saving treatment for the critically ill, patient-centered care management programs for those living with chronic conditions, and accessible, innovative community health and wellness services

designed to meet the needs of a diverse population; and therein and thereby to do deeds of benevolence and Christian charity to the sick and afflicted, and, in connection with, and as incident to, the care and treatment of the sick and afflicted, to administer, in the name of Christ, to their spiritual needs and to advance their welfare, and under appropriate rules and regulations prescribed by the Board of Directors, persons of any creed may be admitted as free or paid patients, but the Corporation shall not be operated, managed or used for private gain.

### ARTICLE III

The incorporators, their associates and successors, shall be a body corporate and politic, and the Corporation shall have all powers, expressed or implied, conferred upon nonstock, nonprofit corporations under the provisions of Chapter 273 of title XXIII of the Kentucky Revised Statutes as it may be amended from time to time, and which may be taken by a corporation which is exempt from tax under Section 501(c)(3) of the Internal Revenue Code as amended, or the corresponding provision of any future United States Revenue Statute, including the power (i) to sue and be sued, (ii) to enter into contracts, (iii) to have a common seal and alter the same at any time, (iv) to receive and acquire property, real and personal, whether by purchase, gift, or devise, as may be necessary to carry on and promote the objects of the Corporation, (v) to sell or dispose of such property unless the property has been received as a gift or devise for some specific purpose, and if so received, it shall be used and applied only for such purpose, (vi) to borrow, without limit, such sums as may be considered advisable for promoting the Corporation's objects and purposes, and to secure repayment of such sums borrowed by giving mortgages upon and otherwise pledging its property, and (vii) to establish, maintain, and conduct training programs for nurses, physicians, and other medical professionals.

#### ARTICLE IV

The Corporation shall have no capital stock and no member of the Board of Directors shall have any pecuniary interest in any of its property; nor shall any Director therein derive any pecuniary profit or benefit whatever from the Corporation. All of the property and income arising from any and all sources whatever shall only be used to carry out the objects of the Corporation as expressed in Article II of these Amended and Restated Articles of Incorporation.

#### ARTICLE V

The Corporation shall be managed by a Board of Directors consisting of up to seventeen (17) members elected by the Board of Directors. At least twenty-five percent (25%) of the members of the Board shall be Baptist. Directors shall be elected for four (4) year terms. Directors may not serve more than two (2) consecutive terms provided that a prior Board member may stand for reelection one (1) year after the expiration of the Director's previous term. If the Chairperson's term as a Director on the Board expires at the same time as the Chairperson's term as Chairperson expires, then he shall serve for an additional term of one (1) year on the Board and he shall be one of up to seventeen (17) members on the Board.

The members elected by the Corporation shall take office on the first day of January following the Corporation's Annual Meeting in December and after their election and shall hold office for a period of four (4) years and until their successors are elected and have accepted their trust.

In addition to up to seventeen (17) members, the Chief Executive Officer of the Corporation shall be an ex-officio voting member of the Board of Directors. In the event the Chief Executive Officer's vote would operate to break a deadlock, the Chief Executive Officer's vote shall not count. The requirement that at least 25% of the members of the Board shall be Baptist shall not include the Chief Executive Officer serving as an ex-officio voting member of the Board. The Chief Executive Officer is not eligible to serve as the Chairperson of the Board of Directors.

Any vacancy on the Board of Directors shall be filled by the Board of Directors. The Board of Directors shall review and consider nominations and shall make its selection. The person selected to fill the vacancy shall hold office for the remaining

unexpired term of the person being replaced. A person serving an unexpired term of two years or less will not be considered as having served a full term when determining the term limits in this Article.

The Board of Directors shall have the general control and management of the property and affairs of the Corporation and may make bylaws, rules and regulations for their own governance and for the governance and regulation of the affairs of the Corporation. The Corporation shall have all of the corporate powers authorized by applicable laws of the Commonwealth of Kentucky, and nothing herein shall be construed as setting a limitation upon any such powers.

The members of the Board of Directors will be selected based upon willingness to accept responsibility for governance, including availability to participate actively in governing body activities. In selecting members, areas of interest, expertise and experience needed, and involvement in community activities shall be considered. Each member shall be required to adhere to the Corporation's Conflicts-of-Interest Policy and to comply with all applicable state and federal laws.

#### ARTICLE VI

The Board of Directors shall elect a Chairperson and a Vice Chairperson who shall each hold office for two (2) years. The Board of Directors shall elect a Chief Executive Officer, a Secretary, a Treasurer, and such Vice Presidents and other officers as may be considered advisable, each of whom shall hold office for one (1) year from and after his election and until his successor is elected.

#### ARTICLE VII

The street address of the Corporation's registered office in the Commonwealth of Kentucky is 2701 Eastpoint Parkway, Louisville, Kentucky 40223.

The registered agent at that address is Janet M. Norton.

## ARTICLE VIII

The Corporation shall have perpetual duration.

## ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on [a] by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or [b] by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

### Sale of Assets

Upon a sale of substantially all of the assets of the Corporation not in connection with a dissolution, the proceeds will be used and/or distributed in such manner as the Board of Directors may then determine and otherwise permitted by the then Internal Revenue Code and otherwise in accordance with the terms and provisions of these Amended and Restated Articles of Incorporation.

In this connection, an amount from the sale equal to past Kentucky Baptist Convention contributions to Baptist Healthcare System, Inc. and its predecessor corporations as determined by the Corporation's Board of Directors, will be used to support Baptist causes and ministries, including healthcare ministries, as determined at that time by the Kentucky Baptist Convention provided that at the time of the sale, the Corporation's Board of Directors determines that

the Kentucky Baptist Convention is then a 501(c)(3) corporation with essentially the same constituency as exists in 1997.

### Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. In this connection, if at the time of the dissolution of the Corporation the Corporation's Board of Directors determines that the Kentucky Baptist Convention is then a Section 501(c)(3) corporation with essentially the same constituency as exists in 1997, then fifty (50%) percent of the assets of this Corporation and not otherwise required to be distributed to others shall be given to the Kentucky Baptist Convention. All other assets shall be distributed in such manner as the Board of Directors may then determine and otherwise permitted by the then Internal Revenue Code and otherwise in accordance with the terms and provisions of these Amended and Restated Articles of Incorporation.

### ARTICLE X

No Director shall be personally liable to the Corporation for monetary damages for breach of his duties as a Director except for liability:

A. For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

B. For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or

C. For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE XI


Any amendment to (1) Article V relating to the percentage of the board membership who must be Baptist, and (2) Article IX relating to the rights of the Kentucky Baptist Convention to receive or direct the use of funds upon dissolution or the sale of substantially all of the assets of the corporation shall only be effective when adopted by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors.

#### CERTIFICATE

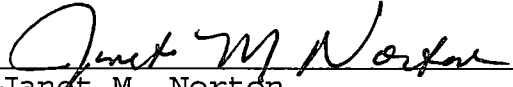
Pursuant to KRS 273.263, the undersigned hereby certifies that the foregoing text of the Amended and Restated Articles of Incorporation amends Article V of the Corporation's Articles of Incorporation, as amended. The Corporation has no members, and as such, the amendment was approved by the Board of Directors at its meeting held on December 10, 2019. The amendment received the affirmative vote of all of the Directors in office. Except for the designated amendment, the Amended and Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended. The Amended and Restated Articles of Incorporation have been duly adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended and Restated Articles of Incorporation as of the 10th day of December, 2019.

BAPTIST HEALTHCARE SYSTEM, INC.

By:   
JANET M. NORTON,  
Secretary

THIS INSTRUMENT WAS PREPARED BY:

  
Janet M. Norton  
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